

1 Michael H. Steinberg (CSB 134179)  
SULLIVAN & CROMWELL LLP  
2 1888 Century Park East  
Los Angeles, California 90067  
3 Telephone: (310) 712-6600  
Facsimile: (310) 712-8800  
4

Christopher R. Edgar (CSB 229771)  
5 SULLIVAN & CROMWELL LLP  
1870 Embarcadero Road  
6 Palo Alto, California 94303  
Telephone: (650) 461-5600  
7 Facsimile: (650) 461-5700

8 *Attorneys for Plaintiffs/Petitioners Joel*  
*Benoliel, et al.*  
9

10  
11  
12 **UNITED STATES DISTRICT COURT**  
13 **NORTHERN DISTRICT OF CALIFORNIA**  
14 **SAN JOSE DIVISION**

15 JOEL BENOLIEL, GREGG R.  
16 DAUGHERTY, BRUCE E. HOSFORD  
and DONALD S. JEFFERSON,  
17

Plaintiffs/Petitioners,  
18

v.  
19

BLACKHAWK PARENT LLC, a  
20 Delaware limited liability company, and  
EOP OPERATING LIMITED  
21 PARTNERSHIP, a Delaware limited  
partnership,  
22

Defendants/Respondents.  
23  
24  
25  
26  
27  
28

Case No. C 07-03001 RMW

**DECLARATION OF MICHAEL H.  
STEINBERG IN SUPPORT OF  
REPLY ON FIRST AMENDED  
PETITION TO COMPEL  
ARBITRATION**

Hearing Date: August 31, 2007

Hearing Time: 9:00 a.m.

Judge: Hon. Ronald M. Whyte

1 I, Michael H. Steinberg, declare as follows:

2 1. I am a partner in the law firm of Sullivan & Cromwell LLP, and I am responsible  
3 for the representation of Plaintiffs/Petitioners Joel Benoliel, Gregg R. Daugherty, Bruce E.  
4 Hosford and Donald S. Jefferson (collectively "Petitioners") in the above-referenced matter. I  
5 have personal knowledge of the facts set forth herein and, if called as a witness, could and would  
6 testify competently thereto.

7 2. Attached as Exhibit A is a true and correct copy of a letter dated July 27, 2007  
8 from myself to Bruce D. Angiolillo, Esq.

9 3. Attached as Exhibit B is a true and correct copy of a letter dated August 8, 2007  
10 from myself to Paul C. Gluckow, Esq.


11 4. Attached as Exhibit C is a true and correct copy of the Declaration of Matt Koritz  
12 filed on July 20, 2007 by Respondents in the above-referenced matter.

13 5. Attached as Exhibit D is a true and correct copy of the Petition for an Order  
14 Compelling Arbitration filed on July 20, 2007 by Respondents in the Circuit Court of Cook  
15 County, Illinois.

16 6. Attached as Exhibit E is a true and correct copy of the 2005 Form 10-K filed by  
17 EOP Operating Limited Partnership with the Securities and Exchange Commission on March 15,  
18 2006.

19 I declare under penalty of perjury under the laws of the United States that the foregoing is  
20 true and correct to the best of my knowledge.

21  
22 Dated: August 17, 2007  
23 Los Angeles, California

24   
25 Michael H. Steinberg  
26  
27  
28